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May 8, 2015

By ECF and Hand Delivery

The Honorable William H. Pauley III
United States District Judge
Daniel Patrick Moynihan U.S. Courthouse
500 Pearl Street
New York, NY 10007-1312

The Dial Corporation, et al. v. News Corporation, et al.,
No. 13-cv-6802 (WHP) (S.D.N.Y.)

Dear Judge Pauley:

We write on behalf of Defendants News Corporation, News America, Inc., News America Marketing FSI L.L.C., and News America Marketing In-Store Services L.L.C. (collectively, "Defendants" or "NAM") in the above-referenced action pursuant to Section V(A) of Your Honor's Individual Practices and Paragraph 36 of the Stipulation and Protective Order entered on November 19, 2013 (ECF No. 82), as amended by the Stipulation and Supplemental Protective Order entered on January 27, 2014 (ECF No. 87) and the Second Supplemental Protective Order entered on October 7, 2014 (ECF No. 155) (collectively, the "Protective Order").

Defendants submit herewith a letter motion requesting a pre-motion conference in contemplation of a motion for summary judgment ("Letter Motion"). Defendants respectfully request the Court's permission to file certain limited portions of the Letter Motion and its two exhibits under seal, for the following reasons:

- Page two and Exhibit A reference highly sensitive commercial data and other information regarding NAM's contracts with retail stores. NAM takes care to maintain this information internally and, if publicly disclosed, it would cause significant harm to NAM's business. *See* Declaration of Christopher Blanco dated October 10, 2014 (ECF No. 160-1.); Declaration of Christopher Blanco dated November 11, 2014 (ECF

The Honorable William H. Pauley III

2

No. 169). Exhibit A contains excerpts of deposition testimony from Plaintiffs' liability and damages expert that have been designated as "Highly Confidential" pursuant to the Protective Order.

- Page three (at footnote four) and Exhibit B reference deposition testimony that has been designated as "Highly Confidential/Outside Attorneys' Eyes Only" by a third party competitor to NAM.

In accordance with Your Honor's Individual Practices and the Protective Order, please find enclosed the following materials:

- An unredacted version of the Letter Motion and its Exhibits;
- A version of the Letter Motion that highlights the portions that NAM proposes for redaction;
- A proposed order permitting NAM to file the redacted version of the Letter Motion on ECF and its exhibits under seal.

We respectfully request that Your Honor enter the proposed order. Defendants have conferred with Plaintiffs, who do not oppose this request.

Respectfully submitted,

/s/ Jane B. O'Brien
Jane B. O'Brien

Enclosures

cc: Counsel of Record (via email)